

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
WHITING OIL AND GAS CORPORATION FOR)
AN ORDER ALLOWING ADDITIONAL WELLS)
IN EXISTING 960-ACRE DRILLING AND)
SPACING UNITS APPLICABLE TO THE)
DRILLING AND PRODUCING OF WELLS FROM)
THE NIOBRARA AND CODELL FORMATIONS)
COVERING CERTAIN LANDS IN TOWNSHIP 10)
NORTH, RANGE 58 WEST, 6TH P.M., WELD)
COUNTY, COLORADO.)

Cause No. 535

Docket No. _____

Intake No. _____

APPLICATION

Whiting Oil and Gas Corporation ("Applicant"), by and through its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order amending Order Nos. 535-314 and 535-471 only insofar as they apply to the Application Lands described below and approving additional wells and modified well setbacks in the existing 960-acre drilling and spacing units described in this Application, applicable to the drilling of wells and producing of oil and gas from the Niobrara and Codell Formations covering certain lands in Weld County, Colorado. In support of its Application, Applicant states as follows:

1. Applicant owns leasehold interests in the following lands ("Application Lands"):

Township 10 North, Range 58 West, 6th P.M.

Section 1: All

Section 12: N½

Township 10 North, Range 58 West, 6th P.M.

Section 2: All

Section 11: N½

Township 10 North, Range 58 West, 6th P.M.

Section 3: All

Section 10: N½

A reference map of the Application Lands is attached hereto.

2. Rule 318.a. provides that a well drilled in excess of 2,500 feet in depth shall be located not less than 600 feet from any lease line, and shall be located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same source of supply,

unless authorized by order of the Commission upon hearing. There are no other specific Commission Orders applicable to the Codell Formation underlying the Application Lands.

3. By Order No. 535-150 dated March 5, 2012, the Commission approved an application establishing three approximate 960-acre drilling and spacing units and allowing up to four horizontal wells within each unit for the recovery of oil, gas and associated hydrocarbons from the Niobrara Formation. The Order further allows the surface locations to be anywhere within the unit so long as the treated interval of any permitted well is no closer than 600 feet from the unit boundaries and the distance between the treated intervals of any permitted well to be no closer than 150 feet. The N½ of Section 11 and all of Section 2, Township 10 North, Range 58 West, 6th P.M. are subject to this Order.

4. By Order No. 535-179 dated July 9, 2012, the Commission approved an application establishing six approximate 960-acre drilling and spacing units and authorized up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbores located no closer than 600 feet from the unit boundaries and no closer than 1,200 feet from the treated interval of any other wellbore located in the unit. All of Section 1 and the N½ of Section 12, Township 10 North, Range 58 West, 6th P.M. are subject to this Order.

5. By Order No. 535-204 dated October 1, 2012, the Commission approved an application authorizing six approximate 960-acre drilling and spacing units with up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore located no closer than 600 feet from the unit boundaries and no closer than 1,200 feet from the treated interval of any other wellbore located within the unit, without exception being granted by the Director. All of Section 3, and the N½ of Section 10, Township 10 North, Range 58 West, 6th P.M. are subject to this Order.

6. By Order No. 535-296 dated March 25, 2013, the Commission approved an application allowing up to eight horizontal wells in 21 approximate 640 to 960-acre drilling and spacing units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Commission further approved the treated interval of the wellbore to be no closer than 100 feet from the unit boundary and no closer than 200 feet from the treated interval of any other wellbore producing from the Niobrara Formation. All of Sections 1 and 2, and the N½ of Sections 11 and 12, Township 10 North, Range 58 West, 6th P.M. are subject to this Order.

7. By Order No. 535-314 dated May 6, 2013, the Commission approved an application allowing up to sixteen horizontal wells in 21 approximate 640 to 960-acre drilling and spacing units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Commission further approved the treated interval of the wellbore to be no closer than 100 feet from the unit boundary and no closer than 200 feet from the treated interval of any other wellbore producing from the Niobrara Formation. All of Sections 1 and 2, and the N½ of Sections 11 and 12, Township 10 North, Range 58 West, 6th P.M. are subject to this Order.

8. By Order No. 535-464 dated January 27, 2014, the Commission approved an application pooling all interests in an approximate 960-acre drilling and spacing unit established in

all of Section 2 and the N½ of Section 11, Township 10 North, Range 58 West, 6th P.M. for the development and operation of the Niobrara Formation for the drilling of the Razor 11-0241H Well.

9. By Order No. 535-465 dated January 27, 2014, the Commission approved an application pooling all interests in an approximate 960-acre drilling and spacing unit established in all of Section 1 and the N½ of Section 12, Township 10 North, Range 58 West, 6th P.M. for the development and operation of the Niobrara Formation for the drilling of the Razor 12-0141H Well.

10. By Order No. 535-471 dated April 28, 2014, the Commission approved an application authorizing up to sixteen horizontal wells within five approximate 960-acre drilling and spacing units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Commission further approved the treated interval of the wellbore to be no closer than 100 feet from a unit boundary and no closer than 200 feet from the treated interval of any other wellbore producing from the Niobrara Formation. All of Section 3 and the N½ of Section 10, Township 10 North, Range 58 West, 6th P.M. are subject to this Order.

11. The Niobrara Formation in the area of the Application Lands is defined as the stratigraphic equivalent of the interval between 5,777 feet (top of the Niobrara) and 6,101 feet (base of the Niobrara) as found in the Walker #3 Well located in Section 31, Township 10 North, Range 58 West, 6th P.M., Weld County, Colorado. The Niobrara Formation is a common source of supply under the Application Lands.

12. The Codell Formation in the area of the Application Lands is defined as the stratigraphic equivalent of the interval between 6,101 feet (top of Codell) and 6,115 feet (base of Codell) as found in the Walker #3 Well located in Section 31, Township 10 North, Range 58 West, 6th P.M., Weld County, Colorado. The Codell Formation is a common source of supply under the Application Lands.

13. Applicant has drilled, tested and completed wells in the Niobrara and Codell Formations on the Application Lands and on lands in close proximity to the Application Lands.

14. To promote efficient drainage of the Niobrara and Codell Formations within the Application Lands and to avoid waste, the Commission should amend Order Nos. 535-314 and 535-471 only as they apply to the Application Lands to allow an appropriate number of wells, not to exceed 32 wells, in the 960-acre drilling and spacing units covering the Application Lands in order to efficiently and economically recover oil, gas and associated hydrocarbons from the Niobrara and Codell Formations.

15. Applicant requests the surface location for each proposed horizontal well be located at a legal location in the above-described drilling and spacing units or on adjacent lands. Applicant further requests that the 200 foot distance between treated intervals of each wellbore established in Order Nos. 535-314 and 535-471 be amended and that the new setback be no closer than 100 feet from the treated interval of any other wellbore producing from the Niobrara and/or Codell Formations, and no closer than 100 feet from a unit boundary unless such boundary abuts or corners lands for which the Commission has not at the time of the drilling permit application granted the right to locate the treated interval of the wellbore no closer than 100 feet from a unit boundary. If the Commission has not at the time of the drilling permit application

granted to owners of adjacent or cornering lands the right to locate the treated interval of the wellbore no closer than 100 feet from a unit boundary, then the treated interval of the wellbore shall be located no closer than the distance permitted in the adjacent or cornering lands, without exception being granted by the Director.

16. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the Niobrara and Codell Formations, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the Niobrara and Codell Formations. Applicant further maintains that a well drilled in the above-proposed drilling and spacing units will have no adverse effect on correlative rights of adjacent owners.

17. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within seven days after filing of the original application as required by Rules 503.e, 507.b.1, and 507.b.5.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that, upon such hearing, this Commission enter its order consistent with Applicant's proposals as set forth above.

Dated this 29th day of May, 2014.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: Chelsey J. Russell
Stephen J. Sullivan
Chelsey J. Russell
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 - 17th Street, Suite 2200
Denver, CO 80202
303-830-2500

Applicant's Address:

Whiting Oil and Gas Corporation
1700 Broadway, Suite 2300
Denver, CO 80290-2300

Attn: Scott McDaniel, Regional Land Manager
Phone: 303-390-4261

VERIFICATION

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

Scott McDaniel, Regional Landman with Whiting Oil and Gas Corporation, upon oath deposes and says that he has read the foregoing Amended Application and that the statements contained therein are true to the best of his knowledge, information and belief.

WHITING OIL AND GAS CORPORATION


Scott McDaniel, Regional Landman

Subscribed and sworn to before me this 29th day of May, 2014 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.





Notary Public
My Commission Expires: 3/10/15

EXHIBIT A

INTERESTED PARTIES

John R. Royall, Trustee under
Will of N.R. Royall
4930 Briarwood Place
Dallas, TX 75209

John R. Royall, Trustee under
Will of Fannie Mae Royall
4930 Briarwood Place
Dallas, TX 75209

Kerr-McGee Oil & Gas Onshore LP,
A Delaware limited partnership
P.O. Box 1330
Houston, TX. 77251-1330

Carrizo (Niobrara), LLC
500 Dallas Street, Suite 2300
Houston, TX 77002

Oil India USA
333 Clay Street, Suite 3300
Houston, TX 77002

IOCL USA, Inc.
333 Clay Street, Suite 3300
Houston, TX 77002

Haimo Oil & Gas LLC
2901 Wilcrest Drive, Suite 285
Houston, TX 77042

Vectra DFP, LLC
2305 W. Berry Ave.
Littleton, CO 80120

Okreek Oil & Gas. LLC
1800 Glenarm Pl., Suite 1203
Denver, CO 80202

NorthStar Energy Company, LLC
1800 Glenarm Pl., Suite 1203
Denver, CO 80202

Anadarko E & P Company, LP
P.O. Box 173779
Denver, CO 80217-3779

Cirque Resources LP
475 – 17th Street, Suite 1600
Denver, CO 80202

Tom Parko
Local Governmental Designee, Weld County
1555 North 17th Street
Greeley, CO 80631

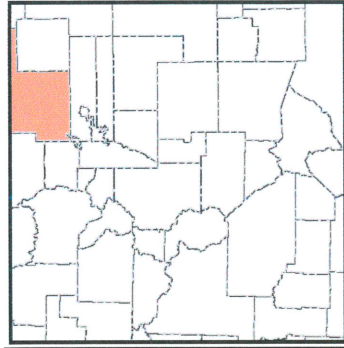
USA
BLM Colorado State Office
2850 Youngfield Street
Lakewood, Colorado 80215-7093

Kerr McGee Oil & Gas Onshore (USA) LLC
PO Box 173779
Denver, CO 80217

Kent Kuster
Oil & Gas Consultant Coordinator
CDPHE
4300 Cherry Creek Drive South
Denver, CO 80246-1500

Tom Schreiner
Northeast Region Office
Energy Liaison – Colorado Parks and Wildlife
6060 Broadway
Denver, CO 80216

ATTN: TIM KELLY
Colorado State Board of Land Commissioners
1127 Sherman Street, Suite 300
Denver, CO 80203



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AFFIDAVIT OF MAILING

STATE OF COLORADO §
CITY AND COUNTY OF DENVER §

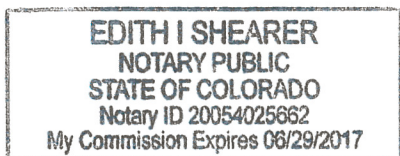
I, Chelsey J. Russell, of lawful age, and being first duly sworn upon my oath, state and declare:

That I am the attorney for Whiting Oil and Gas Corporation and that on or before 5/30, 2014, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Chelsey J. Russell
Chelsey J. Russell

Subscribed and sworn to before me June 4, 2014.

Witness my hand and official seal.



Edith I Shearer
Notary Public
My commission expires: 06/29/2017